

Exhibit C

# HIGHGATE HOUSE, LLC

May 16, 2007

Colonial Stock Transfer Company  
66 Exchange Place  
Salt Lake City, UT 84111

Attention: Kathy Carter

**Re: Michelex Corp. / Highgate House, LLC**  
**Convertible Debenture issued December 30, 2004 in the face amount of \$999,000**

Dear Ms. Carter:

Enclosed herewith please find Conversion notice executed by Julie Marie Halady on behalf of Highgate House, LLC in the amount of thirteen thousand five hundred dollars (\$13,500), representing a conversion under the terms of the Convertible Debenture.

Accordingly, it is requested that you issue in the name of Highgate House, LLC, the sum of one million six hundred eighty-seven thousand five hundred (1,687,500) restricted common stock shares in the name of Highgate House, LLC, and forward said Certificate via overnight delivery to this office.

In the event you have any questions and/or concerns, please feel free to contact this office.

Very truly yours,

HIGHGATE HOUSE, LLC

  
Julie Marie Halady  
Corporate Secretary

/jmh  
Enclosure

Via Fax Only  
(801) 355-6505

cc: Michelex Corp.  
Genitte Gramuglia, President  
(315) 764-9412

## APPENDIX I

NOTICE OF CONVERSION  
AT THE ELECTION OF THE HOLDER

(To be Executed by the Registered Holder  
in order to Convert the Debentures)

Except as provided by Section 4(b) of the Debentures, the undersigned hereby irrevocably elects to convert the attached Debenture into shares of Common Stock, par value \$100.00 per share (the "Common Stock") of Hindsight Records, Inc. (the "Company"), or, if a Merger (as defined in the Debenture) has occurred, into shares of MP Common Stock (as defined in the Debenture) according to the provisions hereof, as of the date written below. If shares are to be issued in the name of a person other than undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates and opinions as reasonably requested by the Company in accordance therewith. No other fees will be charged to the Holder, except for transfer taxes, if any.

## Conversion Calculations:

May 16, 2007  
Date to Effect Conversion

\$ 13,500  
Principal Amount of Debenture(s) to be Converted

- 0 -  
Interest to be Converted or Paid

\$ 0.008  
Applicable Conversion Price (Pursuant to Section 4(c)(v))

1,687,500  
Number of Shares to be Issued Upon Conversion

Signature  
Julie Marie Halady  
Name: Julie Marie Halady, Corporate Secretary

Address

Prepared: 1Accounting: mmCompliance: lllyLegal: DR



&lt;HELP&gt; for explanation.

P181 Equity HP

**Comp/CLOSE/PRICE**

Page 1 / 3

MICHELEX CORP

(MLXD US)

PRICE .0105

V \$ DELAYED

Range 11/16/06 to 5/15/07

Period ☒ Daily

HI .047

ON 11/20/06

AVE .0265

VL 744902

USD

Market ☒ Bid

LOW .01

ON 5/15/07

DATE	BID	VOLUME	DATE	BID	VOLUME	DATE	BID	VOLUME
F			F 4/27	.017	1546737	F 4/ 6	no Trading	
T			T 4/26	.018	3877998	T 4/ 5	.024	106600
W			W 4/25	.018	641213	W 4/ 4	.023	239180
L→ T 5/15	L.01	1181333	T 4/24	.016	653762	T 4/ 3	.02	531228
L→ M 5/14	.011	1083925	M 4/23	.016	342262	M 4/ 2	.019	349640
F 5/11	.013	749423	F 4/20	.016	633000	F 3/30	.02	565996
T 5/10	.0125	770000	T 4/19	.016	656950	T 3/29	.022	2059000
W 5/ 9	.0135	591000	W 4/18	.015	1127265	W 3/28	.024	3526962
L→ T 5/ 8	.011	1023600	T 4/17	.019	886365	T 3/27	.016	1147100
M 5/ 7	.014	1052289	M 4/16	.022	568592	M 3/26	.018	1120175
F 5/ 4	.016	555623	F 4/13	.025	127000	F 3/23	.017	1233998
T 5/ 3	.015	1051191	T 4/12	.027	835555	T 3/22	.017	1751623
W 5/ 2	.016	664751	W 4/11	.024	451755	W 3/21	.023	718650
T 5/ 1	.015	374969	T 4/10	.026	1313870	T 3/20	.023	1375600
M 4/30	.015	699799	M 4/ 9	.022	173500	M 3/19	.024	808017

30 days

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
 Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2007 Bloomberg L.P.  
 G983-22-2 16-May-2007 08:20:34

**Bloomberg**

TERMINAL

Converts at lesser of \$0.24 or 76% of Avg 3 Low of 30 day bid  
 \* GRM Prints Attached in support of handwritten bids \*

L= .01  
 .011  
 .011

$$.032 \div 3 = .010666666 \times .75 = .007999999 = \underline{\underline{.008}}$$

$$\frac{\$13,500}{.008} = 1,687,500 \text{ Shares}$$

MLXD US \$ 1 .011 +.0005 V K.01/.011K 50x50 Equity QRM  
 DELAY Vol 397,367 Op .0105 V Hi .011 V Lo .01 V ValTrd 4027

Definitions CR/CRM Options Market/Trade Recap Page 1  
 Time 1:00 Min Vol 1000 Mkt Mk 1000 USD  
 Date 5/14 Price Range 0.01 To 0.01  
 MICHELEX CORP PRICE .011 DELAYED Cond 100

Time	E	Bid/Trd/Ask	E	Size	Mkt	Cond
17:10:40	V	012				CC
17:10:43	V	012				CC
16:55:13		7				WB
15:24:05	V	011/013	V	100x100		
15:23:54	V	012		1000		
15:16:54	B	012/013	V	50x100		
15:12:02	V	012		340		
15:12:02	V	012		870		
14:57:43	V	0117		2500		
14:56:49	B	012/013	B	50x50		
14:56:45	B	011/013	B	100x50		
14:56:44	V	012		1000		
14:52:13	B	011/012	B	100x50		
14:23:37	V	011		100		
14:12:41	B	011/013	B	100x100		
14:12:40	V	012		250x7		
14:12:39	V	0121		7.29		
14:03:38	B	012/013	B	50x100		

Australia 61 2 9777 8600 Brazil 55 11 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
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 G983-22-0 16-May-2007 10:43:50

0.011



Time [ ] : Min Vol [ ] Mrkt Mk [ ] USD  
Date 5/10 Price Range [ ] To [ ]  
MICHELEX CORP PRICE .011 DELAYED Cond [ ]

Time	E	Bid/Trd/Ask	E	Size	MktPr	Cond
20:10:39	M	013				OC
17:20:43	M	013				OC
17:14:14		/				U/U
16:38:18	K	011/015	K	50/50		
16:09:49	K	012/015	K	50/50		
15:53:14	K	0125/015	K	50/50		
15:53:14	M	013		300		
15:53:12	M	013		500		
15:51:48	K	0125/013	K	50/100		
15:51:48	K	0125/014	K	50/50		
15:51:47	M	013		200		
14:57:06	M	0126		2500		
14:55:18	M	013		1000		
14:52:33	M	013		100		
14:52:33	M	013		300		
14:23:04	K	013/014	K	100/50		
14:12:26	K	0125/014	K	50/50		
13:44:47	K	0125/015	K	50/50		

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2007 Bloomberg L.P.  
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0125

MLXO US \$ I .011 +.0005 V K.01/.011K 50x50 Equity QRM  
 DELAY Vol 397,367 Op .0105 V Hi .011 V Lo .01 V ValTrd 4027

Definitions CR/CRM Options Market/Trade Recap Page 1  
 Time 11:00 Min Vol 1000 Mrkt Mk 1000 Volume scaled by 1000 USD  
 Date 5/9 Price Range 0.01 To 0.01  
 MICHELEX CORP PRICE .011 DELAYED Cond

Time	E	Bid/Trd/Ask	E	Size	MMkr	Cond
20 10:39	V	.013				CC
17 20:42	V	.013				CC
17 08:52		/				U/L
16 37:26	K	.013/.014	L	50x50		
16 13:06	V	.013		00		FT
15 45:31	K	.0135/.014	K	50x50		
15 38:47	V	.013		100		
15 36:34	V	.0125		350		
15 32:30	K	.0125/.014	K	50x50		
15 16:39	K	.0125/.0145	K	50x50		
15 16:38	V	.013		500		
15 09:47	V	.0125		100		
15 08:06	K	.0125/.013	K	50x50		
15 06:50	V	.012		498x50		
15 06:46	K	.0125/.014	K	50x50		
15 06:44	V	.013		50		
14 33:38	V	.013		500		
13 37:28	V	.014		350		

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
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.0135



Definitions CR/CRM Options MarketTrade Recap Page 1  
 Time Min Vol Mkt Mk USD  
 Date 4/27 Price Range To Volume scaled by 100  
 MICHELEX CORP PRICE .011 DELAYED Cond

Time	E	Bid/Tnd/Ask	E	Size	MMkr	Cond
20:10:42	B	018				OC
17:20:44	B	018				OC
16:42:51		7		7		U/L
16:30:11	B	017/085	B	50/50		
16:29:31	B	017/085	B	50/50		
16:25:36	B	017/085	B	50/50		
16:25:18	B	017/07	B	50/50		
16:21:52	B	017/085	B	50/50		
16:21:35	B	0157/03	B	50/50		
16:20:07	B	017/085	B	50/50		
16:15:54	B	017		2000		FI
16:15:52	B	0187/03	B	50/50		
16:14:50	B	016		2000		FI
16:14:04	B	017		20		FI
16:13:49	B	017		400		FI
16:13:49	B	0167/021	B	50/50		
16:01:46	B	0177/02	B	50/50		
15:31:37	B	0177/02	B	50/50		

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2007 Bloomberg L.P.  
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- 017



Definitions	CR-CRM Scores	Market/Trade Recap	Page 1
Time	Min Vol	Mrkt Mk	USD
Date	Price Range	To	Volumes scaled by 100
MICHELEX CORP	PRICE .011	DELAYED	Cond

Time	E	Bid/Trd/Ask	E	Size	Mktkr	Cond
20:10:45	V	018				CC
17:20:45	V	018				CC
17:15:53		/				UAI
16:17:05	V	0168		3000		FT
14:49:54	V	018		350		
14:49:51	B	0167/018	X	100x50		
14:49:45	V	017		50		
13:46:29	V	017		200		
13:10:31	V	017		1000		
11:58:02	B	0167/017	X	100x50		
11:55:58	V	018		720		
11:25:00	B	0167/021	X	100x50		
11:23:25	B	0167/0017	X	100x50		
11:07:14	V	0185		150		
10:13:30	V	017		1000		
09:30:28	V	018		81x62		
07:59:55	B	0167/019	X	100x100		
07:28:49	B	0167/021	X	50x50		

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2007 Bloomberg L.P.  
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6/6

MLXD US \$ **1.012** +.0015 V K.011/.013K 50x100 Equity QRM  
 DELAY Vol 502,367 Op .0105 V Hi .012 V Lo .01 V ValTrd 5237

Definitions CR/CRM Options Market/Trade Recap Page 1  
 Time 1:00 Min Vol 1 Mrkt Mk 1  
 Date 4/10 Price Range 1 To 1 Volumes scaled by 100 USD  
 MICHELEX CORP PRICE .011 DELAYED Cond 1

Time	E	Bid/Trd/Ask	E	Size	MlMlr	Cond
20:10:45	V	.026				CC
18:07:38		/				U/U
18:07:37	B	.012/.00	B	50x50		
18:07:37	B	.01/.085	B	50x50		
18:07:30	B	.01/.085	B	50x50		
17:20:45	V	.036				CC
16:34:50	B	.024/.027	B	50x50		
16:15:18	B	.024/.027	B	50x50		
16:14:04	B	.025/.027	B	50x50		
16:03:54	V	.0262		3700		AP
16:00:47	V	.027		760		FT
15:54:46	V	.026		200		
15:53:54	B	.026/.027	B	50x50		
15:12:57	V	.026		130		
15:12:55	B	.026/.027	B	50x50		
14:40:43	V	.026		95		
14:40:42	B	.025/.026	B	50x50		
14:40:42	B	.025/.027	B	50x50		

Australia 61 2 9777 8600

Brazil 55 11 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2007 Bloomberg L.P.

6983-22-0 16-May-2007 11:00:24

026



Definitions	CR/CRM Options	Market/Trade Recap	Page 1
Time	Min Vol	Mrkt Mk	USD
Date	Price Range	To	Values scaled by 100
MICHELEX CORP	PRICE .011	DELAYED	Cond

Time	E	Bid/Trd/Ask	E	Size	Mmbr	Cond
20:10:41	M	024				CC
18:10:29		/				WU
18:10:23	K	017/08	F	50x50		
17:20:43	M	024				CC
16:00:03	M	025		1		FT
15:59:02	K	024/025	K	50x50		
15:58:03	M	024		200		
15:58:03	K	024/025	K	50x50		
15:58:03	K	023/025	K	50x50		
13:31:55	F	023/024	F	50x50		
13:20:13	M	025		25		
10:50:54	M	023		200		
10:50:08	K	023/025	K	50x50		
10:27:46	M	023		50		CC
10:27:13	M	023		100		
10:26:52	M	023		50		CC
10:26:52	K	023/025	K	50x50		
09:30:17	M	023		200		

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2007 Bloomberg L.P.  
G983-22-0 16-May-2007 11:00:28

024

MLXD US \$ 1 .012 +.0015 V K.011/.013K 50x100 Equity QRM  
 DELAY Vol 502,367 Op .0105 V Hi .012 V Lo .01 V ValTrd 5237

Definitions		QR/QRM Options		Market/Trade Recap		Page 1	
Time	1:1	Min Vol		Mkt Mk		USD	
Date	4/4	Price Range		To		Volumes scaled by 100	
MICHELEX CORP		PRICE .011		DELAYED		Cond	
Time	E	Bid/Trd/Ask	E	Size	MMkr	Cond	
20:10:41	V	023				OC	
17:20:44	V	023				OC	
17:03:03		/				UW	
17:02:56	K	017		50x		7U	
17:02:55		017/110		50x1			
17:02:32	K	017/08	K	50x50			
16:31:32	K	023/028	K	50x50			
16:14:51	K	023/028	K	50x50			
13:46:03	V	023		15.15			
13:45:50	V	023		110.05			
13:45:53	K	023/025	K	50x50			
13:44:12	V	023		130.15			
13:44:12	V	023		200			
13:43:07	V	024		100			
13:43:02	K	023/024	K	50x50			
13:43:02	K	023/0245	K	50x50			
13:39:45	V	0245		73.85			
13:39:43	K	024/0245	K	50x50			

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
 Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2007 Bloomberg L.P.  
 6983-22-0 16-May-2007 11:00:31

023



Exhibit D

05/24/2007 13:51

2019460851

CORNELL CAPITAL

PAGE 01/03

**HIGHGATE HOUSE, LLC**

101 Hudson Street, Suite 3700  
Jersey City, NJ 07302

Tel: (201) 985-8300

Fax: (201) 985-8266

TO:	Genlitt Gramuglia	FROM:	Julie Marie Halady, Corporate Secretary (x129)
COMPANY:	Michelex Corporation	DATE:	May 24, 2007
FAX NUMBER:	(315) 764-9412	TOTAL NO. OF PAGES INCLUDING COVER:	3
RE:	Michelex Corporation	CC:	Sunny Barkats, Esq. (212) 980-5192 Perrie M. Weiner, Esq. (310) 595-3324

## NOTES/COMMENTS:

Attached please find Default Letter dated May 24, 2007.

**Privilege and Confidentiality Notice**

The information contained in this telefax is intended for the named recipient(s) only. It may contain privileged and/or confidential matter. If you have received this telefax in error, please notify us at (201) 985-8300, and return the originals by mail. Please do not disclose the contents to anyone. Thank you.



05/24/2007 13:51

2019460851

CORNELL CAPITAL

PAGE 02/03

# HIGHGATE HOUSE, LLC

May 24, 2007

Michelex Corporation  
PO Box 566  
Massena Industrial Park  
Massena, NY 13662

Attention: Genitte Gramuglia  
President

**Re: Michelex Corporation (surviving entity from a Merger by and between Michelex Corporation, Stradaveri, Inc. and Hindsight Records, Inc.) / Highgate House, LLC**  
**Debenture A: "Secured Convertible Debenture Due December 29, 2006" issued on December 30, 2004 to Highgate House, LLC by Hindsight Records, Inc. (herein "Debenture A")**  
**Convertible Debenture Purchase Agreement entered into by and between Hindsight Records, Inc. and Highgate House, LLC on or about December 30, 2004 (the "Debenture Purchase Agreement")**

Dear Mr. Gramuglia:

Kindly accept this letter as notification that you are hereby in default under the terms of Debenture A, issued by Hindsight Records, Inc., a company superseded by Michelex Corporation pursuant to the terms of a Merger Agreement by and between Michelex Corporation, Stradaveri, Inc. and Hindsight Records, Inc. wherein the surviving entity was Michelex Corporation (herein the "Company") to Highgate House, LLC (herein "Highgate").

Specifically, you are in default pursuant to Section 3, I(a) of Debenture A for failure to repay same by December 29, 2006 (the "Maturity Date"), and also pursuant to Section 3, I(b) wherein it states that a default may be declared pursuant to Debenture A for the Company's failure to observe or perform any covenant, agreement, or warranty contained in, or commit any breach or default of any provision of Debenture A which is not cured within five (5) business days of notice to the Company.

Accordingly, please be advised that you are hereby in default for failure to pay to Highgate House, LLC the principal amount secured by Debenture A plus accrued interest on or prior to the Maturity Date.

101 Hudson Street, Suite 3700, Jersey City, NJ 07302

05/24/2007 13:51 2019460851

CORNELL CAPITAL

PAGE 03/03

Michelex Corporation  
Genitte Gramuglia, President

May 24, 2007  
- page 2 -

Further, inasmuch as the Company has not yet delivered to Highgate shares being acquired pursuant to the Notice of Conversion dated May 16, 2007, you are specifically in default for failure to comply with the terms of Section 4(b) of Debenture A wherein it provides that the Company shall deliver shares acquired by Highgate pursuant to a Notice of Conversion (as defined in Section 4(a) of Debenture A) no later than two (2) business days from the Conversion Date (as defined in Section 4(a) of Debenture A) as follows:

"Section 4. Conversion (b) Not later than two (2) Business Days after the Conversion Date, the Company shall deliver to the Holder (Highgate) a certificate or certificates representing the number of shares of Common Stock being acquired upon the conversion of the Debentures. In the case of a conversion pursuant to a Notice of Conversion, if such certificate or certificates are not delivered by the date required under this Section 4(b), the Holder shall be entitled, upon providing written notice to the Company at any time on or before its receipt of such certificate or certificates thereafter, to rescind such conversion, in which event, the Company shall immediately return the Debentures tendered for conversion."

Finally, kindly accept this letter as your notification of such defaults, and be advised that in such event that the aforementioned defaults are not cured within five (5) business days of the date of this letter (and in no event later than Wednesday, May 30, 2007), that same shall be considered an "Event of Default" as defined in Section 3 i of Debenture A, and that Highgate fully intends to pursue any and all legal remedy to which they it may be entitled.

Very truly yours,

HIGHGATE HOUSE, LLC

David Gonzalez

DG/jmh

Via Fax, Regular Mail & Certified Mail, Return Receipt Requested (CMRRR)  
(310) 231-9800

cc: Sunny Barkats, Esq.  
(212) 980-5192



Exhibit E



**DLA Piper US LLP**  
1999 Avenue of the Stars, Suite 400  
Los Angeles, California 90067-6022  
www.dlapiper.com

Robert D. Weber  
robert.weber@dlapiper.com  
T 310.595.3009  
F 310.595.3309

June 12, 2007  
VIA FACSIMILE AND MAIL (315) 764-9412

Thomas Gramuglia  
President  
Michelex Industrial Corporation  
Post Office Box 69  
63 Trade Road  
Massena, New York 13662

**Re: Highgate House, LLC**

Dear Mr. Gramuglia:

This firm has been retained by Highgate House LLC ("Highgate") to represent its interests in connection with the 5% Secured Convertible Debenture issued on December 30, 2004 (the "Debenture") and the Convertible Debenture Purchase Agreement dated December 30, 2004 (the "Purchase Agreement"), both of which were assumed by Michelex Corporation ("Michelex") as a successor to Hindsight Records, Inc.

On May 24, 2007, Highgate notified Michelex of its default upon the Debenture. Michelex has failed to repay the amounts that became due under the Debenture upon its December 29, 2006 maturity date, and also has refused to deliver shares requested by Highgate's valid Notice of Conversion. Pursuant to section 3-1(b) of the Debenture, Highgate's notice of default commenced a five-business-day period during which Michelex had the opportunity to cure its default. The five-day period has expired, and Michelex has not cured its default.

Accordingly, an Event of Default as defined by Section 3-1(b) of the Debenture has occurred, and has not been timely cured. Pursuant to Section 3-11(a) of the Debenture, Highgate hereby provides written notice that all amounts due under the Debenture are now immediately due and payable, including both principal and interest. The outstanding principal due is \$374,500, and the interest to date is \$76,074.65, for a total due of \$450,074.65. Pursuant to the terms of the Debenture and Purchase Agreement, interest shall accrue on this amount at the rate of fifteen percent (15%) per annum from today through and including the date of payment.

If Michelex does not make payment by wire transfer or cashier's check to this office in the sum of \$450,074.65 prior to the close of business on June 19, 2007, Highgate will commence legal proceedings against Michelex for breach of contract the following morning. In its lawsuit, Highgate will seek liquidated damages in an amount equal to three times the purchase price of the Debenture—\$2,999,997.00—as provided for by section 4.25 of the Purchase Agreement. In addition, Highgate will seek reimbursement of attorneys fees and costs pursuant to the prevailing party clauses set forth in section 17 of the Debenture and Article VI of the Purchase Agreement.

Highgate reserves all of its rights under the Debenture, Purchase Agreement and applicable law.



Thomas Gramuglia  
June 12, 2007  
Page Two

I request Michelex Corporation to please direct all further communications regarding this matter to myself or Perrie Weiner of this office; please do not contact Highgate or Cornell Capital directly.

Very truly yours,

DLA Piper US LLP

A handwritten signature in cursive script, appearing to read 'Robert D. Weber'.

Robert D. Weber

Encl.

cc: David Gonzalez, Esq.  
Perrie Weiner, Esq.

LOSA1\180871.2